

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W.R. GRACE & CO., *et al.*,) Case No. 01-1139 (JKF)
Debtors.) Jointly Administered

**Re: Docket No. 21544 and
6/22/09 Agenda Item 1**

**CERTIFICATE OF COUNSEL REGARDING ORDER ON FURTHER MATTERS
RELATED TO THE PHASE I CONFIRMATION HEARING
WITH RESPECT TO INSURANCE NEUTRALITY**

1. Pursuant to the Third Amended Case Management Order Related to the First Amended Joint Plan of Reorganization (Docket No. 21544), on June 22-23 2009, the Court held the Phase I Confirmation Hearing with respect to, among other things, insurance neutrality. .

2. As a result of those proceedings, the Court set certain deadlines for the submission of additional briefs and materials. The Debtors have prepared the attached Order Regarding Further Matters Related to the Phase I Confirmation Hearing with Respect to Insurance Neutrality wherein such deadlines are outlined.

3. On Friday, June 26, 2009, Debtors' counsel circulated the attached draft Order to all Plan Objectors for their review and comment and asked that they respond by close of business on Monday, June 29, 2009 if they had any comments or objections to the form of Order.

4. Only two parties, counsel for Continental Casualty Company and counsel for Fireman's Fund, provided substantive suggested changes to the draft Order. Other parties provided minor edits.

5. The Debtors have made the minor edits provided by various parties. However, the Debtors reviewed the substantive suggestions made by Continental and Fireman's and do not believe that those suggestions accurately reflect the Court's rulings. As a result, the suggestions made by those parties were not incorporated into the draft Order. The Debtors did provide

Continental and Fireman's with an explanation for why their suggested changes were not made. The Debtors also indicated to Continental and Fireman's that if they still disagree with the form of the draft Order, they could raise their issues by either responding to this Certification or by filing their own form of Order if they believe it appropriate to do so.

6. The Debtors believe that the attached Order accurately reflects the rulings of the Court and respectfully request entry of the attached Order Regarding Further Matters Related to the Phase I Confirmation Hearing with Respect to Insurance Neutrality.

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